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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In Re:

**NEW YORK CITY OFF-TRACK BETTING
CORPORATION.,**

Chapter 9
Case No.: 09-17121

Debtor.
-----X

NOTICE OF APPEARANCE AND REQUEST FOR ALL NOTICES

The law firm of Wyatt, Tarrant & Combs, LLP, pursuant to Federal Rule of Bankruptcy Procedure 9010, hereby enters its appearance as attorneys for Churchill Downs Incorporated, 700 Central Ave., Louisville, KY 40208 with regard to all matters and proceedings in the above-captioned case, showing counsel's name, office mail address, electronic mail address and telephone number as follows:

Robert J. Brown
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250 West Main Street, Suite 1600
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Churchill Downs Incorporated, pursuant to Federal Rule of Bankruptcy Procedure 2002, hereby requests that all notices required to be given under Rules 2002, 4001, 6004, 6006, 6007

and 9019 be given to Churchill Downs Incorporated by due service upon its undersigned attorneys, Wyatt, Tarrant & Combs, LLP, at the address stated above.

PLEASE TAKE FURTHER NOTICE that Creditor intends that neither this Notice of Appearance nor any later appearance, pleading, claim or suit shall waive Creditor's right to have final orders in non-core matters entered only after de novo review by a District Judge; (2) Creditor's right to trial by jury in any proceeding so triable in this case or any case, controversy or proceeding related to this case; (3) Creditor's right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) any other rights, claims, actions, defenses, setoffs or recoupments to which Creditor is or may be entitled under agreement, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments Creditor expressly reserves.

Respectfully submitted,

WYATT, TARRANT & COMBS, LLP

/s/ Robert J. Brown

ROBERT J. BROWN

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COUNSEL FOR CHURCHILL DOWNS
INCORPORATED

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing Notice of Appearance has been served this 4th day of December, 2009, to those parties designated to receive notice via the Court's electronic noticing system.

/s/ Robert J. Brown

Robert J. Brown

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